

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,
Debtors.

Chapter 11

Case No. 08-13555 (JMP)

Jointly Administered

**DECLARATION OF JOSHUA DORCHAK IN SUPPORT OF
MOTION OF DEUTSCHE BANK AG PURSUANT TO SECTION 105(A)
AND RULE 3013 TO ENFORCE SETTLEMENT APPROVAL ORDER
AND TO CORRECT MISCLASSIFICATION OF CLAIMS**

I, Joshua Dorchak, pursuant to 28 U.S.C. § 1746, hereby declare:

1. I am a member of Bingham McCutchen LLP, attorneys for Deutsche Bank AG (“Deutsche Bank”) in connection with the above-captioned proceedings (the “Case”).

2. I make this declaration in order to provide the Court with certain documents in support of Deutsche Bank’s motion pursuant to Section 105(a) of the Bankruptcy Code and Rule 3013 of the Federal Rules of Bankruptcy Procedure to enforce this Court’s January 14, 2010 Order (the “Settlement Approval Order”) approving the Settlement Agreement (as defined below) and to correct the misclassification of certain claims allowed pursuant to the Settlement Approval Order.

3. Annexed hereto as Exhibit 1 is a true and correct copy of a certain Settlement Agreement among Lehman Brothers Holdings Inc., Lehman Commercial Paper Inc., Lehman ALI, Inc., and Dr. Michael C. Frege, as the Insolvency Administrator for Lehman Brothers Bankhaus AG, dated as of December 15, 2009 (the “Settlement Agreement”), as filed on the electronic docket in the Case as an exhibit to the Approval Motion (as defined below).

4. Annexed hereto as Exhibit 2 is a true and correct copy of *Debtors’ Motion Pursuant to Sections 105 and 363 of the Bankruptcy Code and Federal Rule of Bankruptcy*

Procedure 9019 for Authorization and Approval of a Settlement Agreement with the Insolvency Administrator of Lehman Brothers Bankhaus AG (in Insolvenz), dated December 18, 2009 (the “Approval Motion”), as filed on the electronic docket in the Case [docket no. 6303].

5. Annexed hereto as Exhibit 3 is a true and correct copy of *Motion by Insolvency Administrator and Foreign Representative for Authorization to Enter Into and Approval of a Settlement Agreement with The Lehman Parties*, dated December 18, 2009, as filed on the electronic docket in the Chapter 15 Case No. 09-12704 in this Court (the “Bankhaus Chapter 15 Case”) [docket no. 28].

6. Annexed hereto as Exhibit 4 is a true and correct copy of the Transcript regarding the hearing held on January 13, 2010 in the Case and in the Bankhaus Chapter 15 Case, as filed on the electronic docket in the Case [docket no. 7203].

7. Annexed hereto as Exhibit 5 is a true and correct copy of *Order Pursuant to Sections 105 and 363 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 9019 Authorizing and Approving of a Settlement Agreement with the Insolvency Administrator of Lehman Brothers Bankhaus AG (In Insolvenz)*, dated January 14, 2010, as filed on the electronic docket in the Case [docket no. 6665].

8. Annexed hereto as Exhibit 6 is a true and correct copy of *Debtors’ Disclosure Statement for Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code*, dated April 14, 2010, as filed on the electronic docket in the Case [docket no. 8332].

9. Annexed hereto as Exhibit 7 is a true and correct copy of *Agreement Regarding the Sale and Assignment of Claims* between Deutsche Bank and the Administrator, dated as of July 12, 2010, as redacted to remove confidential and sensitive financial information.

10. Annexed hereto as Exhibit 8 is a true and correct copy of excerpts from *Debtors' Disclosure Statement for First Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code*, dated January 25, 2011, as filed on the electronic docket in the Case [docket no. 14151].

11. Annexed hereto as Exhibit 9 is a true and correct copy of excerpts from *Debtors' Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code*, dated June 30, 2011, as filed on the electronic docket in the Case [docket no. 18205].

12. Annexed hereto as Exhibit 10 is a true and correct copy of excerpts from *Debtors' Disclosure Statement for Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code*, dated August 31, 2011, as filed on the electronic docket in the Case [docket no. 19629].

I declare under penalty of perjury that the foregoing is true and correct.

Executed at New York, New York on September 27, 2011.

/s/ Joshua Dorchak
Joshua Dorchak